

On May 30 Union forces under Colonel Benjamin F. Kelley entered the vital railroad town of Grafton. Confederate forces under Colonel George Porterfield had retreated to Philippi the previous night. As more Union forces arrived at Grafton Colonel Kelley devised a plan to attack the Confederates. It would be a two prong simultaneous attack. One prong would march to Philippi while the other prong would get to the south of Philippi and cut off the Confederate's retreat. Colonel Kelley would command one brigade composed of 1st Virginia, Colonel Milroy's 9th Indiana, and Colonel Irvine's 16th Ohio. He would move east on the B&O to Thornton. March 22 miles to Philippi and attack the confederate camp. The other brigade would be commanded by Colonel Dumont. He would move from Webster Station down the Fairmont-Beverly Pike with his 7th Indiana, Colonel Crittendon's 6th Indiana, Colonel Steedman's 14th Ohio and 2 6-pounder smooth bore guns. Both columns attacking the confederates at 4 a.m. Kelley's men marched all day. After stopping to eat the rain started. In the pitch black night the fatigued men move over a rough muddy road. To add to their misery the rain kept pouring down.

In Philippi Colonel Porterfield's ragtag army of about 750 men did not expect to be attacked. Because of the hard rain the confederates did not post pickets.

Colonel Dumont's command had already arrived near Philippi. Colonel Fredrick Lander positioned the artillery on a key piece of terrain overlooking the town of Philippi. As the column reached the top of the hill overlooking Philippi the artillery on Talbot Hill opened on the confederate camp. Colonel Kelley doubled timed into the town. The Confederates retreated down the Fairmont Beverly Turnpike. This ends the first battle of the Civil War commonly known as the Philippi Races.